BRADLEY DEWEY, PRESIDENT.

CHARLES ALMY, JR., VICE PRESIDENT.

DEWEY AND ALMY CHEMICAL COMPANY

INCORPORATED IN MASSACHUSETTS

MANUFACTURERS OF
DEWALCO AND GOLD SEAL PRODUCTS

FACTORIES
CAMBRIDGE, MASSACHUSETTS
OAKLAND, CALIFORNIA
FARNHAM, QUE., CANADA
NAPLES, ITALY
DAREX A.G.
FRANKFURT VIL. GERMANY

CABLE ADDRESS
"DEWALCO" BOSTON

CAMBRIDGE B, MASSACHUSETTS

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of Dewey and Almy Chemical Company:

You are hereby notified that a special meeting of the stockholders of the corporation will be held at the company's office, 235 Harvey Street, Cambridge, Mass., on April 17, 1930, at four o'clock in the afternoon for the following purposes:

1. To see if the stockholders will vote to increase the authorized number of Class A common shares without par value from 37,600 shares to 40,156 shares. 2556
2. To see if the stockholders will vote to increase the authorized number of Class A preferred shares from 9000 to 17,200 shares. 8200
3. To see if the stockholders will vote to offer to the preferred and Class A preferred stockholders of record April 10, 1930 the right to subscribe for Class A preferred stock and Class A common stock in blocks of two shares of Class A preferred stock and one share of Class A common stock at the price of $100 and accrued dividends per share of Class A preferred stock and $1 per share for the Class A common stock, such blocks to be offered on the basis of one such block for each 12 shares or fraction of 12 shares of the total number of preferred and Class A preferred shares standing in the name of each stockholder on the books of the company.
4. To see if the stockholders will vote to offer to the common and Class A common stockholders of record April 10, 1930 the right to subscribe for Class A preferred stock and Class A common stock in blocks of two shares of Class A preferred stock and one share of Class A common stock at a price of $100 and accrued dividends per share of Class A preferred stock and $1 per share for the Class A common stock, such blocks to be offered on the basis of one such block for each 45 shares or fraction of 45 shares of the total number of common and Class A common shares standing in the name of each such stockholder on the books of the company.
5. To see if the stockholders will vote to authorize the directors to sell 600 shares of Class A preferred stock and 300 shares of Class A common stock in blocks as aforesaid to such employees of the company as they shall determine (including employees of subsidiary and affiliated companies) other than Messrs. Dewey and Almy at not less than the same price as said blocks are offered to stockholders, such blocks to be offered on such terms and at such times as the directors may determine.
6. To see if the stockholders will authorize the directors to determine the time, terms and manner of the disposition of the balance of the Class A preferred and Class A common stock to be authorized, subject to the condition that in the case of any such stock being sold for cash, it may be issued only in blocks of two shares of Class A preferred stock and one share of Class A common stock at a price not less than $220 per block plus accrued dividends on the Class A preferred shares.
7. To see if the stockholders will vote to authorize the Directors to determine the date of expiration of rights to subscribe, the date for payment of subscriptions, the form of warrants to subscribe to be issued to stockholders, and other details in connection with the issue of additional stock to be authorized.
8. To transact any other business that may properly come before the meeting.

PLEASE SIGN AND RETURN IN THE ENCLOSED STAMPED ENVELOPE THE ENCLOSED PROXY WHICH WILL BE VOTED IN FAVOR OF THE ABOVE UNLESS CONTRARY INSTRUCTIONS ARE RECEIVED OR UNLESS YOU ARE PRESENT IN PERSON.

CHARLES ALMY, JR.,
Clerk.

April 10, 1930.

The President presented copies of eleven contracts with the General Rubber Company and the United States Rubber Company which have been executed.

Upon motion duly made and seconded it was

VOTED: To approve the action of the officers of the corporation in executing the contracts presented with the General Rubber Company and the United States Rubber Company as follows:

Asbestos License Agreement
Addendum to Asbestos License Agreement
Modification of Shoe Cement Agreement
New England Jobbing Agreement
Modification of Hair Cloth Agreement
Latex Purchase Agreement
Impregnation Option Agreement
Impregnation License Agreement "A"
Impregnation License Agreement "B"
Rubber Latex Research Corporation - Supplement to Asbestos License Agreement
Supplement relative to Dispersions Process, Inc.

The President presented a contract which had been entered into with Rubber Latex Research Corporation.

Upon motion duly made and seconded it was

VOTED: To approve the action of the officers in executing the contract presented with the Rubber Latex Research Corporation entitled "Modification of Rubber Latex Research Agreement."

Upon motion duly made and seconded it was

VOTED: That the Clerk be directed to mail to each Stockholder the following call, dated April 10th, 1930, for a Special Meeting of the Stockholders to be held on April 17th, 1930:

Upon motion duly made and seconded it was

VOTED: That the President be instructed to mail to each Stockholder with the call for the Special Meeting of Stockholders the following letter, dated April 10th, 1930, entitled "Comments on Call for Special Meetin

DEWEY AND ALMY CHEMICAL COMPANY

INCORPORATED IN MASSACHUSETTS

MANUFACTURERS OF
DEWALCO AND GOLD SEAL PRODUCTS

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FRANKFURT M., GERMANY

CABLE ADDRESS
"DEWALCO" BOSTON

COMMENTS ON CALL FOR SPECIAL MEETING

To the Stockholders of Dewey and Almy Chemical Company:

Enclosed is a formal notice of call for a special meeting of the stockholders to be held on April 17, 1930, for the purposes set forth in such notice.

Since the writing of the eleventh annual report of your Company's operations, 4,500 shares of Class A preferred stock have been taken up by Kidder, Peabody and Company (under their contract with the Company) to finance present projects and provide additional working capital. The proposed increase in capital of your Company outlined in the above call is recommended to enable the Company to acquire stock of Multibestos Company in accordance with an offer, which has already been accepted by the principal stockholders of Multibestos Company, for not less than 75% of each of the preferred and common stocks of Multibestos Company. Under the terms of this offer, payment for this stock will be made as follows:—

> For each two shares of preferred stock of Multibestos Company, the holders will receive one share of Dewey and Almy Chemical Company Class A preferred stock, and $87.00 in cash plus $2.35 to adjust dividends to May 1, 1930; and for each share of common stock, $20.00 in cash. In addition, our Company will be called upon to pay $25,000 to cover certain expenses, commissions, etc.

If the offer is taken up by all the preferred and common stockholders of Multibestos Company, this will call for 3,088 shares of Class A preferred stock of Dewey and Almy Chemical Company and approximately $526,000 in cash.

Multibestos Company is a long established Company, located at Walpole, Massachusetts, where it manufactures both woven and molded brake bands and clutch facings impregnated with asphaltic and oil type binders. Its balance sheet at January 1st showed working capital of approximately $408,000. and plant assets carried on the books (after deduction of allowances for depreciation) at approximately $632,000. The Company's earnings last year were slightly over $100,000., but due to the changing trend in brake linings, it is highly desirable that Multibestos Company should also be in a position to merchandise a line of rubber-bonded flexible and rigid molded brake linings and rubber-bonded clutch facings. We have developed and applied for patents upon such products. We have also consummated a series of reciprocal licensing agreements with the United States Rubber Company under the terms of which it is expected that that Company will merchandise a large volume of brake bands manufactured by us.

In view of the above situation, your Directors believe that when Multibestos Company is licensed by our Company to manufacture these products, together with other asbestos rubber-bonded materials, it should be possible to materially increase the volume of business done by Multibestos Company.

If the stockholders approve the actions outlined in the call, transferable warrants good until May 20th to subscribe for new stock will be mailed in due course to the stockholders. Arrangements will be made with Kidder, Peabody and Company for the purchase and sale of such warrants by them, so that persons desiring to dispose of their rights may be enabled to do so to the best advantage and so that stockholders desiring to subscribe to more than their allotment may have an opportunity to purchase additional stock.

If the stockholders approve the recommendations of the Directors full information as to the manner of exercising rights and purchasing and selling warrants will be mailed promptly to you together with the number of warrants to which you are entitled.

Payment for shares covered by these warrants will be due on or before June 1, 1930.

It is hoped that you will be present at the meeting and vote, but if you are unable to do so you are urged to execute the enclosed proxy and to return it in the accompanying envelope.

Upon motion duly made and seconded it was

VOTED: To authorize the officers with Merrill Griswold, and upon approval of counsel (provided the Stockholders authorize the increase of capital stock and the issuance thereof in accordance with the foregoing call) to determine the date of expiration of rights to subscribe, the date for payment of subscriptions, the form of warrants to subscribe to be issued to Stockholders, and issuance of stock to employees, and other details in connection with the issuance of stock to Stockholders, and mailing to Stockholders the necessary details and warrants.

Upon motion duly made and seconded it was

VOTED: To approve the action of the President in mailing to the Directors of Multibestos the following letter:

April 9, 1930.

To the Directors of Multibestos Company,
c/o Stoughton Bell,
Boston, Mass.

Gentlemen:-

In connection with the offer we have made to the holders of first preferred stock in Multibestos Company by which they will receive Class A preferred stock of the Dewey and Almy Chemical Company in part payment for their first preferred stock in Multibestos Company, I submit the following information in connection with the Dewey and Almy Chemical Company.

The Dewey and Almy Chemical Company was incorporated under the laws of Massachusetts in 1919 and has its main factory in Cambridge, Massachusetts, with branch factories at Oakland, California, and Naples, Italy. It owns the capital stock of the Dewey and Almy Chemical Company of Canada, Limited, with a factory in Farnham, Quebec, and one-half of the capital stock of Darex Aktiengesellschaft fur Kautschuk Verarbeitung, a German corporation with a factory in Frankfurt am Main, Germany.

The Dewey and Almy Chemical Company has specialized in the manufacture of sealing compounds and other products used by manufacturers of tin cans and in other chemical specialties such as soldering fluxes, adhesives, etc. used in various industries.

Many of its products are manufactured from rubber latex and it is said to be the second largest consumer of this commodity in the United States. Its sales in 1929 were approximately $ 2,000,000 of which 24% represented shipments to 30 countries other than the United States. It has large and specialized chemical research staffs both in this country and in Germany.

It is now broadending its activities preparatory to manufacturing and merchandising a group of new products made from rubber latex including (1) Darex soles and heels, (2) porous rubber filter cloths for the chemical industry, and (3) porous rubber storage battery separators. It owns many patents and patent rights among which are fundamental rights in connection with the manufacture of asbestos products made with latex.

There follows a consolidated condensed balance sheet of the parent company and its Canadian Subsidiary as at December 31, 1929:

Assets

Cash	$37,767.59
Accounts Receivable (less reserve for doubtful	106,664.83
Notes Receivable - employees	4,420.50
Inventories at the lower of cost or market	265,685.92
Cash value of life insurance policies and prepaid expenses,	15,240.10
Total current assets	$ 429,778.94
Land, buildings and equipment	939,140.67
Durable containers	13,173.04
Total fixed assets	$ 952,313.71
"Investment in Darex A/G (50% owned)	59,858.50
Formulae and processes	60,000.00 *
	$ 1,501,951.15

Liabilities

Accounts Payable	$ 146,664.35
Notes Payable	40,000.00
Accrued expenses	6,571.06
Provision for Federal Income and State Taxes	29,000.00
Total current liabilities	$ 222,235.41

Brought Forward:

	$ 222,235.41
Mortgage payable - secured by land	8,300.00
Provision for durable containers in customers' hands,	7,721.00
Total liabilities	$ 238,256.41
Provision for depreciation of fixed assets	$ 161,933.81

Capital

Preferred and Class A preferred stock, 5,500 shares	$ 550,000.00
Common and Class A common stock 36,730 shares	156,949.57
Surplus	394,811.36
	$ 1,501,951.15

*Note:- The item of $ 60,000 for Formulae and processes represents capitalized value of original formulae and processes received in return for common stock at the time of the Company's incorporation in 1919. The balance of the common stock was paid for in cash.

The capital structure of the company is now:

	Authorized	Issued Dec.31,1929	Not Issued
Preferred, par value $100 7% cumulative	3,500	3,500	None
Class A preferred - par value $100 - 7% cumulative	9,000	2,000	7,000*
Common, no par value	2,400	2,400	None
Class A common - no par value	37,600	34,330	3,270

*Kidder, Peabody & Co. is committed up to December 31, 1935 to purchase this at par at the discretion of the Chemical Company's Board of Directors.

The Class A preferred stock carries yearly cumulative dividends at the rate of 7%, payable March 1st and September 1st, and is in all respects identical with the preferred stock except that it has no voting power whatever.

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The Directors of the Dewey and Almy Chemical Company plan to issue in the near future 4,500 shares of the above shown unissued Class A preferred stock and to recommend to the Chemical Company stockholders increasing the capital stock of the Company to enable it to take care of its obligations in connection with its offer to the stockholders of Multibestos Company and to provide additional working capital.

An analysis of earnings for the past five years follows:

	1925	1926	1927	1928	1929
Net earnings	50,911	70,086	71,350	140,099	174,052
Preferred dividends paid	13,053	14,000	14,000	20,958	28,000
Common dividends paid	2,740	8,220	10,960	18,189	33,230
Carried to Surplus	35,118	47,866	46,390	100,952	112.822

Very truly yours,

DEWEY AND ALMY CHEMICAL COMPANY.

BRADLEY DEWEY.
President.

Upon motion duly made and seconded it was

VOTED: To adjourn.

Hugh S. Ferguson
Secretary

ATTEST:

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF DEWEY AND ALMY CHEMICAL COMPANY

A Special Meeting of the Board of Directors of Dewey and Almy Chemical Company was called to order at 11:30 in the morning of April 10th, 1930, at Kidder Peabody & Company, 115 Devonshire Street, Boston, Mass.

There were present Messrs. Dewey, Almy, Griswold, Trumbull and Ferguson, being a majority of the Directors of the Corporation.

The President presented the foregoing Waiver of Notice of this meeting, which was ordered to be filed with the records of the Directors.

Upon motion duly made and seconded it was

VOTED: To dispense with the reading of the Minutes of the previous meeting.

Upon motion duly made and seconded it was

VOTED: To issue forthwith to Kidder Peabody & Company, under our contract with them, 4,500 shares of Class A Preferred Stock at $ 100.00 per share plus accrued dividends from March 1st.

Upon motion duly made and seconded it was

VOTED: To authorize the officers of the corporation to file with the Department of Corporation and Taxations, State House, Boston, Mass., whatever papers are necessary for the issuance of 4,500 shares of Class A Preferred Stock to Kidder Peabody & Company, in accordance with the foregoing vote.

Upon motion duly made and seconded it was

VOTED: To approve the action of the officers in making the following offer to the Stockholders of Multibestos Company:

SPECIAL MEETING OF THE BOARD OF DIRECTORS OF DEWEY AND ALMY CHEMICAL COMPANY, HELD ON WEDNESDAY, DECEMBER 3rd, 1930 AT FOUR O'CLOCK IN THE AFTERNOON AT THE OFFICE OF THE CORPORATION, 235 HARVEY STREET, NORTH CAMBRIDGE, MASS.

A Special Meeting of the Board of Directors of Dewey and Almy Chemical Company, notice of which was mailed to each Director on November 29th, 1930, was called to order at four o'clock in the afternoon of December 3rd, 1930 at the office of the corporation, 235 Harvey Street, North Cambridge, Mass.

There were present Messrs. Dewey, Almy, Griswold, Lawton, Walker and Ferguson, being a majority of the Directors.

Upon motion duly made and seconded, it was

VOTED: To dispense with the reading of the minutes of the previous meeting.

The President brought up for discussion the advisability of appropriating money at this time for additional Plant Facilities and the advisability of the issuance of Five Year Convertible Notes. During the discussion he presented a summary of minimum estimates of expenditures for fixed assets (dated November 13, 1930) and probable balance sheet as of March 1st, 1931, based upon the spending of $ 250,000 for fixed assets and the borrowing of $ 200,000 by an issue of five year convertible notes. He recommended that the company sell a minimum of $ 200,000 of a total $ 500,000 authorized issue of such notes, and that the notes be substantially in accordance with a proof copy of an indenture with the Kidder, Peabody Trust Company, of which he submitted a copy for inspection and discussion.

The President stated that he had received tentative assurances of subscriptions for $ 145,000 worth of such notes and that he thought it would be advisable to sell considerably more than $ 200,000 worth of the total $ 500,000 issue (and necessary to sell more if dividends were to be paid on Preferred stock on March 1st, 1931). In view of these assurances, he felt it was safe for the company to rely upon selling a minimum of $ 55,000 to stockholders and to other people, and to proceed with the expenditure of $ 250,000 for Plant and Equipment for the parent and subsidiary companies.

Upon motion duly made and seconded, it was

VOTED: To approve the action of the officers in having spent approximately $ 355,000 from January 1, 1930 to September 30, 1930 for Plant and Equipment for the parent and subsidiary companies, (the appropriations for the major part of which have already been authorized) and to authorize and approve an expenditure by the officers of approximately $ 250,000 between October 1, 1930 and March 1, 1931 for additional Plant and Equipment facilities for the parent company and its subsidiaries.

Upon motion duly made and seconded, it was

VOTED: That the Clerk be directed to mail to each Stockholder the following call, dated December 4th, 1930, for a Special Meeting of the Stockholders to be held on December 12th, 1930:

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of Dewey and Almy Chemical Company:

You are hereby notified that a special meeting of the stockholders of the corporation will be held at the company's office 235 Harvey Street, Cambridge, Mass., on December 12, 1930, at four o'clock in the afternoon for the following purposes:

1. To determine whether the stockholders will authorize the Board of Directors to issue Five Year Convertible 6% Notes of the corporation to an aggregate principal amount not exceeding $ 500,000, for such consideration or considerations, as it may deem expedient, such notes to be subject to the terms of an indenture to be dated as of January 1, 1931, providing, among other things, for the conversion of said notes into Class A common shares of the corporation at a basic price of $ 60.00 a share, subject equitable adjustment of such conversion price in certain contingencies; and to determine whetær the stockholders will authorize the Board of Directors to fix and determin the terms of such indenture, and the price at which the notes may be called and to authorize the execution and delivery of the same.

2. To determine whether the stockholders will vote to increase the authorized capital stock of the corporation by increasing the authorized number of Class A common shares without par value from 40,156 to 50,000.

3. To determine whether the stockholders will vote to authorize the Board of Directors, without necessarily first offering such increased stock to any present or future stockholders ~~for~~ subscription, to determine the terms and manner of the disposition of the same and particularly from time to time to issue shares of such increased stock in connection with the conversion of the Five Year Convertible 6% Notes of the corporation, in accordance with the provisions for conversion.

4. To determine whether the stockholders will vote to amend the first sentence of Section 1 of Article II of the By-Laws, which now reads: "The number of directors shall not be less than five nor more than nine", to read: "The number of directors shall not be less than five nor more than fifteen".

5. To elect one or more additional directors.

6. To determine whether the stockholders will vote to amend Article II of the By-Laws by adding thereto an additional Section 5 as follows:

   Section 5. Executive Committee. The Board of Directors may elect from their own number an executive committee of n less than three nor more than five members, which committee may be vested with the management of the current and ordina business of the corporation, including the fixing and alte ing of the powers and duties and appointment of, and the filling of vacancies among the subordinate officers and th agents of the corporation, the appointment of additional officers and agents, and with power to authorize purchases, sales, contracts, offers, conveyances, transfers, and negotiable instruments and other specific duties which may be vested in it from time to time by the Board of Directors. A majority of the executive committee shall constitute a quorum for the transactions of business. The executive committee shall report its action to the Board of Directors. The Board of Directors shall have power to rescind any vote or resolution of the executive committee but not with retroactive effect.

7. To transact any other business that may properly come before the meeting.

Please sign and return in the enclosed stamped envelope the enclosed proxy which will be voted in favor of the above unless contrary instructions are received or unless you are present in person.

December 4, 1930

CHARLES ALMY, Jr.
Clerk.

Upon motion duly made and seconded, it was

VOTED: To authorize the officers upon approval of counsel (provided the stockholders authorize the increase of capital stock in accordance with the foregoing) to fix the price at which such notes shall be offered for sale, to determine the date on which subscriptions will close, the date or dates for payments of subscriptions, the form of subscription blanks, the form of notes, and other details in connection with the issuance of these notes.

Upon motinn duly made and seconded, it was

VOTED: That the President be instructed to mail to each stockholder with the Call for the Special Meeting of stockholders the following letter dated December 4th, 1930, entitled "Comments on Call for Special Meeting".

COMMENTS ON CALL FOR SPECIAL MEETING

To the Stockholders of Dewey and Almy Chemical Company:

Enclosed is a formal notice of call for a special meeting of stockholders to be held on December 12, 1930 for the purpose of authorizing additional Class A common stock in connection with an issue of convertible notes and for the other purposes set forth in such notice. The Directors consider the sale of convertible notes at this time desirable in order that the development by this Company of the Multibestos Company may be completed without delay.

On May 7th of this year, your Company purchased all but a few shares of the stock of the Multibestos Company. Since that time, the organization of the Multibestos Company has been revamped; its plant has been overhauled, rewired and remotorized and its physical condition improved; and its inventories have been repriced to conservative and proper values and slow moving and obsolete items written off. Its sales force has not only been reorganized but in addition has been strengthened by turning over to it certain men from the parent Company. Mr. Mason T. Rogers as Vice President and Sales Manager of the Multibestos Company is now in charge of this force. Mr. Rogers before joining the organization, had been for the last 15 years associated with the automotive industry and resigned as President of the Burton & Rogers Manufacturing Company to accept this position. To head the Detroit organization he has secured Mr. H. B. Smith who thought so well of the new Multibestos lines that he resigned from the position of Sales Manager of the Battery Department of the United Motors Service (a subsidiary of General Motors Company). This reorganized sales force is already functioning and has obtained many new desirable jobber accounts, some of which are in large consuming territories in which the Multibestos Company formerly had no sales outlet.

The research organization of your Company has devoted the major portion of its effort during the last nine months to the development of improved merchandise for the Multibestos Company. As a result of this work and based on a large volume of sales and enthusiastic consumer acceptance, your officers are convinced that Multibestos LX Flexible Moulded Brake Lining is now the outstanding lining for the replacement trade. They also feel that Multibestos LX and BR Clutch Facings excel anything now on the market and that LX Rigid Segment Brake Linings and Brake Blocks bring to the equipment field superior rigid linings. The opportunity for Multibestos jobbers to sell a high-grade brake block for the relining of large busses and trucks will not only increase the volume of business done by the Company but will also increase the value of the Multibestos franchise to its jobbers.

All of these products have been made by typical full scale production units and we have reason to feel confident that their manufacturing costs are lower than those of competitive merchandise.

In accordance with the fixed policies of your Company, the experimental, engineering, and patent work incident to the development of these lines in so short a period has not been capitalized. This heavy expense was met at a time when equipment business (as distinguished from replacement business) in former Multibestos lines was tremendously curtailed by the reduction in the schedules of automobile manufacturers as well as by the drift of the industry to new types of merchandise which the Multibestos Company was not in a position to offer during the period of spring buying.

During this period there were also heavy expenses of initial sales and advertising programs incident to the introduction of Darex Soles. These Soles have already been accepted by several manufacturers of high-grade shoes both for men and women and are being featured by leading retailers such as Best & Company, Abercrombie & Fitch, etc. Made from Latex bonded felted fibers, Darex Soles combine the advantages of leather and rubber soles and have not their disadvantages. They are waterproof, slip-proof, and non-marking. Although pliable, they will not warp or spread or deteriorate with age. Though they wear as long or longer than even the best grades of leather, they are exceedingly light and resilient, thus decreasing fatigue, and since they are non-conductors of heat and cold they help to keep the feet cool in summer and warm in winter. Although high-priced soles intended primarily only for a high-grade shoe, we feel confident that they will be widely accepted during 1931 and that we will do a large volume of business in them in subsequent years.

Sales of former standard Dewey and Almy Chemical Company lines in 1930 will be within about $ 60,000 of the sales of 1929, a drop of approximately 3%. This is a satisfactory showing in a period of general depression. In spite of this record of sales, the operations for the combined companies will show a substantial net loss because of the heavy experimental and development expense already described.

By expediting the program upon which we are already embarked and enlarging our facilities sufficiently to take care of available business, your officers, after a most careful analysis of sales and expense budgets, feel assured of a net profit of more than $ 400,000 in 1931, with increasing profits in succeeding years. Consequently, to successfully capitalize the opportunities now available, your Directors recommend the creation and sale at this time of an issue of Five Year Convertible 6% Notes carrying a privilege of conversion into Class A common stock. The proceeds from such a note issue will be used to replace both the working capital which has been spent in the development of the new lines and that which must be spent to complete new facilities necessary for the production of these lines in volume sufficient to meet sales estimates for 1931.

These notes are being issued on a basis attractive to purchasers and therefore present stockholders are offered an opportunity to share in their purchase. (<u>See enclosed subscription form</u>.) The indenture covering them has been prepared and arrangements can be made for those interested to inspect it. In general, its terms provide for (1) interest at 6%, payable January first and July first; (2) conversion at any time during the life of the issue into Class A Common stock at $ 60 per share; (3) call by the Company at 107 any time before January 1st, 1933, at 103 between then and July 1st, 1933, and at par between then and January 1, 1936 when the notes come due; (4) no mortgage to be placed on the Company's properties without the notes being equally protected; (5) provisions for the equitable adjustment of the conversion price in the event of issue of new stock which changes the conversion figure by more than three dollars.

<u>It is hoped that you will be present at the meeting and vote, but if you are unable to do so you are urged to execute the enclosed proxy and to return it in the accompanying envelope</u>.

Yours very truly,

BRADLEY DEWEY,
President.

December 4, 1930.

Upon motion duly made and seconded, it was

VOTED: To authorize Bradley Dewey as President and/or Charles Almy, Jr. as Vice President and Hugh S. Ferguson as Secretary and/or H. B. Canfield as Assistant Secretary upon approval of counsel (provided the stockholders authorize the increase of capital stock in accordance with the foregoing Call) to execute the Indenture of Trust substantially in the form presented to the meeting.

Upon motion duly made and seconded, it was

VOTED: To adjourn.

Hugh S Ferguson

Secretary.

ATTEST: